

**ARTICLES OF INCORPORATION  
OF  
ADA COUNTY MEDICAL SOCIETY FOUNDATION, INC.**

2010 MAY 10 PM 2:23

SECRETARY OF STATE  
STATE OF IDAHO

THE UNDERSIGNED INCORPORATOR, in order to form a nonprofit corporation under the provisions of the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code, hereby signs verifies and submits the following Articles of Incorporation.

**ARTICLE 1  
NAME**

The name of the corporation shall be the ADA COUNTY MEDICAL SOCIETY FOUNDATION, INC. (hereinafter referred to as the "Corporation").

**ARTICLE 2  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE 3  
PURPOSES AND POWERS**

**3.1 PURPOSES.** The Corporation is organized exclusively for charitable, scientific and educational purposes, more specifically to sponsor, and collaborate with other organizations in sponsoring and expanding educational programs for the public, physicians and other health care professionals in the community served by the Ada County Medical Society, and to promote and serve the community's health care needs and services. To this end, the Corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code. All references to the "Code" in these Articles of Incorporation refer to the Internal Revenue Code of 1986, as now enacted or hereafter amended.

**3.2 POWERS.** Subject only to such limitations as now or hereafter are prescribed by law or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes previously stated in this Article 3 or are necessary or incidental to the powers so conferred.

**ARTICLE 4  
LIMITATIONS**

**4.1 DISQUALIFIED PERSONS.** The Corporation may not be controlled directly or indirectly by one or more disqualified persons, as defined in Section 4946 of the Code, other than foundation managers and other than an organization described in Section 509(a)(1) or (2) of the Code.

**4.2 EXEMPT STATUS.** All of the purposes and powers of the Corporation shall be carried out and exercised exclusively in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Code and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code.

**4.3 POLITICAL ACTIVITIES.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

**4.4 PRIVATE INUREMENT.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation may pay reasonable compensation for services rendered to it and make payments and distributions in furtherance of its purposes.

**4.5 TERMINATION.** Upon the winding up and dissolution of the Corporation, all assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations recognized as exempt under Section 501(c)(3) of the Code and used exclusively to accomplish the purposes for which this Corporation is organized.

**4.6 PROHIBITED ACTIVITIES.** Notwithstanding any other provisions of these Articles the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

## **ARTICLE 5 MEMBERS**

The Corporation shall have no members.

## **ARTICLE 6 DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation shall be nine (9) directors. The names and addresses of the persons to serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Stephen Bushi, M.D.	305 West Jefferson, Box 2668 Boise, ID 83701
Ryan Gilles, M.D.	305 West Jefferson, Box 2668 Boise, ID 83701
William Jonakin, M.D.	305 West Jefferson, Box 2668 Boise, ID 83701
Kyle Palmer, M.D.	305 West Jefferson, Box 2668 Boise, ID 83701

Bertram Stemmler, M.D.	305 West Jefferson, Box 2668 Boise, ID 83701
Leslie Stubbs, M.D.	305 West Jefferson, Box 2668 Boise, ID 83701
Ralph Sutherlin, D.O.	305 West Jefferson, Box 2668 Boise, ID 83701
Joseph Williams, M.D.	305 West Jefferson, Box 2668 Boise, ID 83701
Vicki Wooll, M.D., MPH	305 West Jefferson, Box 2668 Boise, ID 83701

The powers, duties, number, qualifications, terms of office, manner of election and time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

## **ARTICLE 7 DIRECTOR LIABILITY LIMITATIONS**

A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director or a knowing violation of law by a director, or where the director votes or assents to a distribution which is unlawful or violates the requirements of these Articles of Incorporation, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Idaho Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Idaho Nonprofit Corporation Act, as so amended, without need for further amendment of these Articles of Incorporation or any other action by the Board of Directors. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

## **ARTICLE 8 INDEMNIFICATION**

**8.1 RIGHT TO INDEMNIFICATION.** Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties

and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 8.2 of this Article, with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section 8.1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 8.1 or otherwise.

**8.2 RIGHT OF CLAIMANT TO BRING SUIT.** If a claim for which indemnification is required under Section 8.1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall also be entitled to be paid the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its Board of Directors, its independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

**8.3 NONEXCLUSIVITY OF RIGHTS.** The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of disinterested directors or otherwise.

**8.4 INSURANCE, CONTRACTS AND FUNDING.** The Corporation may maintain insurance at its expense to protect itself and any director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the State Business Corporation Act, as applied to nonprofit corporations. The Corporation may, without further action of its members, if any, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without

limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

**8.5 INDEMNIFICATION OF EMPLOYEES AND AGENTS OF THE CORPORATION.** The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the State Business Corporation Act, as applied to nonprofit corporations, or otherwise.

**8.6 LIMITATIONS ON INDEMNIFICATION.** Notwithstanding any other provision of this Article, the Corporation shall only indemnify any of its officers, directors, employees and agents to the extent such indemnification does not constitute an act of "self-dealing" under Section 4941 of the Code and any Treasury Regulation interpreting Section 4941 of the Code.

## **ARTICLE 9 BYLAWS**

The Board of Directors shall adopt the initial Bylaws of the Corporation. Except to the extent otherwise provided in the Bylaws of the Corporation, the authority to make, alter, amend or repeal the Bylaws of the Corporation is vested in the Board of Directors.

## **ARTICLE 10 INCORPORATOR**

The name and address of the incorporator of the Corporation is: Donald Bich, 305 West Jefferson, PO Box 2668, Boise, ID 83701.

## **ARTICLE 11 REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation shall be 305 West Jefferson, Box 2668, Boise, ID 83701. The name of the initial registered agent of the Corporation at such address shall be DONALD BICH.

## **ARTICLE 12 AMENDMENTS**

These Articles of Incorporation may be modified, altered or amended by a two-thirds affirmative vote of the Board of Directors, provided notice of the text of the proposed amendment be given to all members of the Board at least seven (7) days prior to such meeting.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation.

  
Donald Bich